

SIGNATURE DOCUMENT FOR
HEALTH AND HUMAN SERVICES COMMISSION
CONTRACT NO. HHS0002879-00002

THIS CONTRACT is entered between the Health and Human Service Commission (HHSC), an administrative agency within the executive department of the State of Texas, having its principal office at 4900 North Lamar Boulevard, Austin, Texas 78751, and MCNA Insurance Company, (Dental Contractor), an entity organized under the laws of the State of Texas, having its principal place of business at 4400 NW Loop 410, Suite 250, San Antonio, Texas 78229. HHSC and Dental Contractor may be referred to in this Contract individually as a "Party" and collectively as the "Parties."

I. PURPOSE

The purpose of this Contract is to set out the roles and responsibilities of the Parties in the provision of dental services to qualified program members across Texas through a managed care delivery system for HHSCs Dental Services for Texas Children's Medicaid and Children's Health Insurance Program.

II. LEGAL AUTHORITY

HHSC is authorized to enter into this Contract under Title XIX and Title XXI of the Social Security Act, TEX. GOV'T CODE § 2155.144, and Chapters 531 and 533; and TEXAS HEALTH & SAFETY CODE §§ 12.011, 12.02 and Chapter 62.

III. GENERAL TERMS AND CONDITIONS

A. CONTRACT ELEMENTS

This Contract consists of the following documents and attachments, including all amendments executed after this Contract's effective date:

- 1) **THIS EXECUTED SIGNATURE DOCUMENT**
- 2) **ATTACHMENT A – DENTAL SERVICES SCOPE OF WORK**
- 3) **ATTACHMENT B – HHSC DENTAL CONTRACT TERMS AND CONDITIONS**
- 4) **UNIFORM MANAGED CARE MANUAL**
- 5) **ATTACHMENT C – CAPITATION RATES**
- 6) **ATTACHMENT D – DENTAL CONTRACTOR PROPOSAL**

- 7) **ATTACHMENT E – HHSC SOLICITATION NO. HHS0002879, AS MAY HAVE BEEN CLARIFIED AND MODIFIED IN RESPONSE TO QUESTIONS SUBMITTED BY PROPOSERS**
- 8) **ATTACHMENT F – DELIVERABLES/LIQUIDATED DAMAGES MATRIX**
- 9) **ATTACHMENT G – CHIP MEDICALLY NECESSARY COVERED DENTAL SERVICES**
- 10) **ATTACHMENT H – TEXAS MEDICAID PROVIDER PROCEDURES MANUAL**
- 11) **ATTACHMENT I – HUB SUBCONTRACTING PLAN**
- 12) **ATTACHMENT J – CONTRACT AFFIRMATIONS**
- 13) **ATTACHMENT K – FEDERAL ASSURANCES/CERTIFICATIONS**
- 14) **ATTACHMENT L – RESPONDENT INFORMATION AND DISCLOSURES FORM**
- 15) **ATTACHMENT M – EXPERIENCE REBATE PROPOSAL SUBMISSION**

This Contract constitutes the entire agreement between the Parties with respect to the subject matter hereof, and supersedes all prior and contemporaneous agreements and understandings, whether written or oral, between the Parties with respect to the subject matter of this Contract.

B. NO IMPLIED ASSUMPTIONS

The Parties acknowledge and agree that any assumptions contained in **ATTACHMENT D, DENTAL CONTRACTOR PROPOSAL**, or its revisions, including but not limited to, financial assumptions, general business assumptions, assumptions concerning key performance requirements, and comments concerning **ATTACHMENT B, HHSC DENTAL CONTRACT TERMS AND CONDITIONS**, are rejected by HHSC and will not be a part of this Contract, unless and only to the extent the Parties have expressly agreed to incorporate them into this Contract.

C. ORDER OF PRECEDENCE

In the event of any conflict or contradiction between or among the documents that comprise this Contract, the documents will control in the following order of precedence:

- a. **THIS SIGNATURE DOCUMENT;**
- b. **ATTACHMENT A – DENTAL SERVICES SCOPE OF WORK;**
- c. **ATTACHMENT B – HHSC DENTAL CONTRACT TERMS AND CONDITIONS;**
- d. **UNIFORM MANAGED CARE MANUAL;**
- e. **ATTACHMENT C – CAPITATION RATES;**
- f. **ATTACHMENT D – DENTAL CONTRACTOR PROPOSAL;**
- g. **ATTACHMENT M – EXPERIENCE REBATE PROPOSAL SUBMISSION; AND**
- h. **ATTACHMENT E – HHSC SOLICITATION NO. HHS0002879, AS MAY HAVE BEEN CLARIFIED AND MODIFIED IN RESPONSE TO QUESTIONS SUBMITTED BY PROPOSERS.**

D. CONTRACT PERIOD AND RENEWAL

The Effective Date of this Contract is upon full execution by the Parties, with an Operational Start Date of September 1, 2020. The Expiration Date is August 31, 2023. See **Section 3.02 of ATTACHMENT B, HHSC DENTAL CONTRACT TERMS AND CONDITIONS** for additional terms and conditions relating to the contract term.

E. SCOPE OF WORK

The Dental Contractor is expected to meet or exceed all responsibilities and obligations set forth in this Contract. The Dental Contractor acknowledges and agrees all areas of responsibility and all requirements listed in this Contract are subject to performance evaluation by HHSC in its sole discretion. **ATTACHMENT A, DENTAL SERVICES SCOPE OF WORK** is attached to this Contract and incorporated for all purposes.

F. CAPITATION RATE AND OTHER RELATED PAYMENTS

This is a Risk-based Contract. The Capitation Rate, as well as Delivery Supplemental payments, and other related payments made to Dental Contractor by HHSC under this Contract are included in **ATTACHMENT C, CAPITATION RATES**, which is attached hereto and incorporated herein for all purposes.

G. FUNDING

See **Section 3.03 of ATTACHMENT B, HHSC DENTAL CONTRACT TERMS AND CONDITIONS** for terms and conditions relating to funding.

H. REQUIRED FEDERAL APPROVAL

This Contract requires approval by the Centers for Medicare & Medicaid Services (CMS). The Parties agree that during the pendency of such approval, neither Party is obligated to perform under this Contract and any expenses, costs, or liabilities incurred as a result of execution, or reliance thereon, of this Contract will be at the incurring Party's sole risk. The Parties agree to act in good faith and, if needed, to take reasonable steps to modify this Contract in order to secure CMS approval. If HHSC is unable to secure CMS approval, HHSC will not be responsible for any expense or loss occasioned by such failure and this Contract will terminate upon notice to the Dental Contractor of such failure. While HHSC agrees to act in good faith and reasonably pursue CMS approval, the length and substance of that pursuit will be in HHSC's sole discretion.

I. DENTAL CONTRACTOR BRAND NAME

The Dental Contractor uses the following D/B/A under this Contract:

MCNA Dental

Dental Contractor agrees that if it requests a change to its brand name for any purpose, Dental Contractor will be responsible for all costs associated with the change, including HHSC's costs for modifying its business rules, system identifiers, communication materials, web pages, and all related costs.

J. CONTRACT REPRESENTATIVES

The following will act as the Representative authorized to administer activities under this Contract on behalf of their respective Party.

HHSC Project Manager

Shawna Nanry
Health and Humans Services Commission
4900 N. Lamar
Austin, Texas 78751
Email: Shawna.Nanry@hhsc.state.tx.us

Dental Contractor Project Manager

Shannon Boggs-Turner
MCNA Dental
4400 NW Loop 410, Suite 250
San Antonio, Texas 78229
Email: sturner@mcna.net

See **Section 3.15** of **ATTACHMENT B, HHSC DENTAL CONTRACT TERMS AND CONDITIONS** for additional terms and conditions relating to communications.

K. LEGAL NOTICES

Any legal notice required under this Contract shall be deemed delivered when deposited by HHSC either in the United States mail, postage paid, certified, return receipt requested; or with a common carrier, overnight, signature required. Legal notice given by the Dental Contractor shall be deemed effective when received by HHSC. Either Party may change its address for notice with at least five (5) days' written notice to the other Party.

HHSC

Dr. Courtney N. Phillips
Executive Commissioner
Health and Human Services Commission
P.O. Box 13247
Austin, Texas 78711-3247

With Required Copy to:

Karen Ray
Chief Counsel
Health and Human Services Commission
P.O. Box 13247
Austin, Texas 78711-3247
Fax: (512) 424-6586

Dental Contractor

Glen Feingold
Executive VP and COO
200 W. Cypress Creek Road, #500
Fort Lauderdale, FL 33309

L. GOVERNING LAWS AND VENUE

This Contract shall be governed by and construed in accordance with the laws of the State of Texas, without regard to the conflicts of laws provisions. The venue of any suit arising under this Contract is fixed in any court of competent jurisdiction of Travis County, Texas, unless the specific venue is otherwise identified in a statute that directly names or otherwise identifies its applicability to HHSC.

M. AMENDMENTS, MODIFICATIONS, AND CHANGE ORDERS

See **ATTACHMENT B, HHSC DENTAL CONTRACT TERMS AND CONDITIONS** for terms and conditions relating to amendments, modifications, and change orders.

N. TERMINATION OF THIS CONTRACT

This Contract may be terminated, or allowed to expire, as provided in **Article 12 of ATTACHMENT B, HHSC DENTAL CONTRACT TERMS AND CONDITIONS**.

SIGNATURE PAGE FOLLOWS

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SIGNATURE PAGE FOR CONTRACT NO. HHS0002879-00002

HHSC

DENTAL CONTRACTOR

DocuSigned by:

C80071B769504E9
Name: Cecile Young

DocuSigned by:

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Name: Glen Feingold

Title: Chief Deputy Executive Commissioner

Title: Executive VP and COO

Date of execution: October 25, 2019

Date of execution: October 14, 2019

THE FOLLOWING DOCUMENTS ARE HEREBY ATTACHED AND INCORPORATED BY REFERENCE INTO HHSC CONTRACT NO: HHS0002879-00002:

- 1) **ATTACHMENT A – DENTAL SERVICES SCOPE OF WORK**
- 2) **ATTACHMENT B – HHSC DENTAL CONTRACT TERMS AND CONDITIONS**
- 3) **ATTACHMENT C – CAPITATION RATES**
- 4) **ATTACHMENT D – DENTAL CONTRACTOR PROPOSAL**
- 5) **ATTACHMENT E – HHSC SOLICITATION NO. HHS0002879, CLARIFICATIONS AND MODIFICATIONS MADE IN RESPONSE TO QUESTIONS SUBMITTED BY PROPOSERS ARE HEREBY INCORPORATED BY REFERENCE**
- 6) **ATTACHMENT F – DELIVERABLES/LIQUIDATED DAMAGES MATRIX**
- 7) **ATTACHMENT G – CHIP MEDICALLY NECESSARY COVERED DENTAL SERVICES**
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- 13) **ATTACHMENT M – EXPERIENCE REBATE PROPOSAL SUBMISSION**

THE FOLLOWING DOCUMENTS ARE HEREBY INCORPORATED BY REFERENCE INTO HHSC CONTRACT NO: HHS0002879-00002:

- 1) **UNIFORM MANAGED CARE MANUAL FOUND AT [HTTPS://HHS.TEXAS.GOV/SERVICES/HEALTH/MEDICAID-CHIP/PROVIDER-INFORMATION/CONTRACTS-MANUALS/TEXAS-MEDICAID-CHIP-UNIFORM-MANAGED-CARE-MANUAL](https://hhs.texas.gov/services/health/medicaid-chip/provider-information/contracts-manuals/texas-medicaid-chip-uniform-managed-care-manual); AND**

- 2) **ALL EXHIBITS AND MODIFICATIONS ASSOCIATED WITH ATTACHMENT E, HHSC SOLICITATION No. HHS0002879 POSTED TO THE ELECTRONIC STATE BUSINESS DAILY**

ATTACHMENTS FOLLOW